

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York, 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER (I) COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 9787 AND (II) DISALLOWING AND  
EXPUNGING PROOF OF CLAIM NUMBER 9758 (DONALD L. AND VIRGINIA RUNKLE)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Donald L. Runkle ("Retiree") and Virginia Runkle ("Spouse", and together with Retiree, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order (I) Compromising And Allowing Proof Of Claim Number 9787 And (II) Disallowing And Expunging Proof Of Claim Number 9758 (Donald L. And Virginia Runkle) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 18, 2006, Retiree filed proof of claim number 9787 against Delphi, asserting an unsecured non-priority claim in the amount of \$13,256,638.38 and a priority claim in the amount of \$10,000.00 ("Claim No. 9787") arising from employment benefits.

WHEREAS, on July 18, 2006, Spouse filed proof of claim number 9758 against Delphi, asserting an unsecured non-priority claim in the amount of \$ 1,917,872.23 ("Claim No. 9758", and together with Claim No. 9787, the "Claims") arising from Retiree's employment benefits.

WHEREAS, on January 17, 2008, Delphi and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, Delphi acknowledges and agrees that Claim No. 9787 shall be allowed against Delphi in the amount of \$9,683,853.48, and the Claimants acknowledge and agree that Claim No. 9758 shall be disallowed and expunged in its entirety.

WHEREAS, Delphi is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. Claim No. 9787 shall be allowed in the amount of \$9,683,853.48 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi.
2. Claim No. 9758 shall be disallowed and expunged in its entirety.
3. The Claimants shall withdraw the Objections Of Certain Retiree Claimants To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession Response (Docket No. 11940) with prejudice.

So Ordered in New York, New York, this 4<sup>th</sup> day of February, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606-1285  
(312) 407-0700

/s/ Alan J. Schwartz

Alan J. Schwartz  
Howard S. Sher  
JACOB & WEINGARTEN  
777 Somerset Place  
2301 West Big Beaver Road  
Troy, Michigan 48084  
(248) 649-1900

Counsel for the Claimants

- and -

Kayalyn A. Marafioti  
Thomas J. Matz  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession